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New Operating Globalstar LLC

04-4

**Federal Communications Commission****INTERNATIONAL SECTION 214 APPLICATION**

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Enter a description of this application to identify it on the main menu:

GUSA 214 Certificates -- 795

1 Applicant

Name	New Operating Globalstar LLC	Phone Number	408-933-4401
DBA Name		Fax Number	408-933-4950
Street	3110 Zanker Road	E-Mail:	william.adler@globalstar.com
City	San Jose	State:	CA
Country	USA	Zipcode:	95134 -
Attention	Mr William F Adler		

2 Contact

Name	William D. Wallace	Phone Number	202-624-2807
Company	Crowell & Moring LLP	Fax Number	202-628-5116
Street	1001 Pennsylvania Avenue, NW	E-Mail	wwallace@crowell.com
City	Washington	State	DC
Country	USA	Zipcode	20004 -2595
Contact Title	Partner	Relationship	Legal Counsel

3 Place of Incorporation of Applicant Delaware**4 Other Company(ies) and Place(s) of Incorporation****5 Service Type(s) (check all that apply)**

- ☒ Global or Limited Global Facilities-Based Authority (Section 63 18(e)(1))
☒ Global or Limited Global Resale Authority (Section 63 18(e)(2))
☐ Individual Facilities-Based Service (Section 63 18(e)(3))

<input type="checkbox"/> Individual Switched Resale Service (Section 63.18(e)(3)) <input type="checkbox"/> Individual Facilities-Based and Resale Service (Section 63.18(e)(3)) <input type="checkbox"/> Switched Services over Private Lines (ISR) (Section 63.16 and/or 63.18(e)(3)) <input type="checkbox"/> Inmarsat and Mobile Satellite Service (Section 63.18(e)(3)) <input type="checkbox"/> Overseas Cable Construction (Section 63.18(e)(3)) <input type="checkbox"/> Individual Non-Interconnected Private Line Resale Service (Section 63.18(e)(3)) <input type="checkbox"/> Other (Section 63.18(e)(3))
6a Is a fee submitted with this application? <input checked="" type="radio"/> If Yes, complete and attach FCC Form 159 If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114). <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input type="radio"/> Other (please explain)
6b Fee Classification CUT
7 Destination Country(ies) (e.g., "Country X", "All international points", "All international points except Country X and Country Y" or "Countries X, Y, and Z only") All international points
8 Caption (description of authority requested, e.g., Application for Authority to Provide International Facilities-Based and Resold Services to All International Points Except Country X) This application requests authority to transfer control of Globalstar USA, LLC and its Section 214 certificate (File No. ITC-214-19991229-00795) to New Operating Globalstar LLC. See Attachment 1
9 Does the applicant request streamlined processing pursuant to 47 C.F.R. Section 63.12? If yes, include in Attachment 1 a statement of how the application qualifies for streamlined processing <input checked="" type="radio"/> Yes <input type="radio"/> No
10 If applying for authority to provide switched services over private lines pursuant to Section 63.16, provide the required showing in Attachment 1

Applicant certifies that its responses to questions 11 through 17 are true:

11 If the applicant is a foreign carrier, or is affiliated (as defined in 47 C.F.R. Section 63.09(e)) with a foreign carrier, provide in Attachment 1 the information and certifications required by Section 63.18(i) through (m).
12 Does the applicant seek authority to provide service to any destination described in paragraphs (1) through (4) of Section 63.18(j)? If yes, list those destinations in Attachment 1 as a response to question 12 <input checked="" type="radio"/> Yes <input type="radio"/> No
13 Does the applicant seek authority to provide service to any destinations other than those listed in response to question 12 where it has an affiliation with a foreign carrier? If yes, list those destinations in Attachment 1 as a response to question 13 <input type="radio"/> Yes <input checked="" type="radio"/> No
14 [Section 63.18(h)] In Attachment 2, provide the name, address, citizenship and principal business of the applicant's ten percent or greater direct and indirect shareholders or other equity holders, and identify any interlocking directorates.
15 In Attachment 1, respond to paragraphs (d), (e)(3) and (g) of Section 63.18.
16 By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes <input checked="" type="radio"/> Yes <input type="radio"/> No
17 By checking Yes, the applicant certifies that it has not agreed to accept special concessions

directly or indirectly from a foreign carrier with respect to any U S international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U S market and will not enter into such agreements in the future.

☒ Yes ☐ No

CERTIFICATION

18 Typed Name of Person Signing Anthony J Navarra	19 Title of Person Signing President
<p align="center">WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	
20 1 Attach. 1	2 Attach. 2
3 Attachment	

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**Application for Transfer of Control
Of a Company Holding Section 214 Certificates**

Globalstar Corporation ("GC") and New Operating Globalstar LLC ("NGLLC") hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24 of the Commission's Rules (47 C.F.R. § 63.24), to transfer control of GC's wholly-owned subsidiary Globalstar USA, LLC ("GUSA") to NGLLC. GUSA currently holds three international Section 214 authorizations to provide facilities-based and resold telecommunications services.¹

I. Description of Transaction

This application is one of five concurrently filed applications seeking consent to the assignment of licenses or transfer of control of licensees related to the Globalstar Mobile-Satellite Service ("MSS") system to NGLLC. The authorizations involved in these applications are as follows:

1. The MSS Above 1 GHz space station license (Call Sign S2115; File Nos. 19-DSS-P-91(48) and CSS-91-014), granted to Loral/Qualcomm Partnership, L.P. ("LQP"), and subsequently assigned to L/Q Licensee, Inc., a wholly-owned subsidiary of LQP.²

¹ Three Section 214 applications are being filed electronically to reflect the transfer of the three certificates.

² This application includes authority for user links at 1610-1621.35/2483.5-2500 MHz and service links at 5091-5250/6875-7055 MHz. See Loral/Qualcomm
(continued...)

2. Five Clifton, Texas, gateway earth station licenses (Call Signs E970199, E000342, E000343, E000344, E000345; File Nos. SES-LIC-19970310-00343, SES-LIC-20000706-01094), held by GUSA, a wholly-owned subsidiary of GC, which in turn is wholly-owned by Globalstar, L.P. ("GLP").
3. Three Cabo Rojo, Puerto Rico, gateway earth station licenses (Call Signs E990335, E990336, E990337; File Nos. SES-LIC-19990809-1349, SES-LIC-19990809-01350, SES-LIC-19990809-01351) held by Globalstar Caribbean Ltd. ("GCL"), a wholly-owned subsidiary of GC.
4. A blanket mobile earth terminal license (Call Sign E970381; File Nos. SES-LIC-19970710-00928 and 1367-DSE-P/L-97, as modified on May 13, 2003, File No. SES-MOD-20021010-01758) held by GUSA; and,
5. Three international Section 214 certificates (File Nos. ITC-214-19990728-00484; ITC-214-19991229-00795, and ITC-214-20000615-00356) held by GUSA.

The parties are also applying to amend two pending applications to substitute NGLLC for GLP in:³

6. An application to operate a fixed satellite service system in the 36-51.4 GHz frequency band ("V-Band application") (File No. SAT-LOA-19970926-00128; Call Sign S2295).

(...continued)

Partnership, L.P., 10 FCC Rcd 2333 (Int'l Bur. 1995); L/Q Licensee, Inc., 11 FCC Rcd 16749 (Int'l Bur. 1996).

³ On January 30, 2003, the International Bureau released a Memorandum Opinion and Order, declaring GLP's five 2 GHz MSS licenses null and void, including a license for an NGSO space station constellation and four geostationary satellites. Globalstar, L.P., 18 FCC Rcd 1249 (Int'l Bur. 2003). GLP filed an Emergency Application for Review and Request for Stay of this decision, which remain pending. The parties are also filing a letter pursuant to Section 1.65 of the Commission's Rules in connection with these cancelled 2 GHz MSS authorizations.

7. An application to operate a fixed earth station antenna in the 1610-1626.5 MHz and 2483.5-2500 MHz bands at Clifton, Texas, for the purpose of station keeping for the Globalstar constellation (File No. SES-LIC-20031030-01524; Call Sign E030266).

The Globalstar Business. GLP, the parent of GC, operates the global MSS business provided over the Globalstar MSS Above 1 GHz network.⁴ GLP sells space segment capacity to individual service providers. In North America, AirTouch Communications, Inc. ("AirTouch"), through various subsidiaries, was the original service provider for the Globalstar system. The authorizations and applications associated with the Globalstar system held by AirTouch were subsequently acquired by Vodafone Group Plc ("Vodafone"), when Vodafone acquired AirTouch. These earth station facilities were acquired from Vodafone by GC in 2002.⁵

Commercial service over the Globalstar system commenced in January 2000. Full commercial service in the U.S. commenced on February 28, 2000.⁶ As of June 30, 2003, Globalstar service was available in over 100 countries, including the

⁴ On February 15, 2002, GLP filed for Chapter 11 protection from creditors in the U.S. Bankruptcy Court for the District of Delaware. GLP continues to operate the Globalstar business as debtor-in-possession.

⁵ See Vodafone Americas Asia, Inc. and Globalstar Corporation, 17 FCC Rcd 12849 (Int'l Bur. 2002).

⁶ The earth station gateway located in Puerto Rico that is licensed to GCL opened for business on November 28, 2000.

United States, through 24 gateway earth stations operated by Globalstar service providers. There are currently over 100,000 commercial subscribers.

Since commencement of service, Globalstar's MSS business has not achieved the subscriber levels necessary for financial stability. In January 2001, GLP defaulted on various debt instruments, credit facilities and vendor financing agreements to conserve cash for operations. After a year of efforts to restructure its debt, GLP and several affiliated companies filed for Chapter 11 bankruptcy protection on February 15, 2002. The MSS system continued to operate and serve an increasing number of subscribers, while GLP sought new investors and developed a plan to reorganize the company's debt.

The Globalstar-Thermo Agreements. At a hearing on November 20, 2003, the U.S. Bankruptcy Court approved the Section 363 asset sale process under which substantially all the Globalstar assets (except the FCC licenses) were contributed to NGLLC, which will ultimately be owned by Thermo Capital Partners, L.L.C. ("Thermo") and the unsecured creditors of GLP. Pursuant to the Court's order, Thermo will become the majority owner of NGLLC at closing on the Interest Acquisition transaction described below.

The Asset Contribution Agreement among the parties calls for two transactions, a "Contribution" transaction and, following the satisfaction of certain conditions, including transfer of the FCC licenses, an "Interest Acquisition" transaction. On December 5, 2003, GLP contributed its hard assets, except its cash,

to Globalstar Holdings LLC in exchange for 93.4 percent of the membership interests in that company. GC, a wholly-owned subsidiary of GLP which holds the shares of FCC licensees GUSA and GCL, contributed all of its assets, except its cash and its shares of GUSA, GCL and Globalstar Satellite Services, Inc., to a new limited liability company, Globalstar C LLC, of which GC is the sole member. Thus, the shares of GUSA and GCL and the cash needed to operate the U.S. and Caribbean business remain for the time being in GC. Globalstar Holdings LLC, in turn, transferred the GLP assets plus \$0.5 million to NGLLC in exchange for 91.23 percent of the membership interests in NGLLC. The executive officers of GLP are also the executive officers of NGLLC. Thermo contributed cash to Globalstar Holdings and NGLLC and received, respectively, 6.6 percent and 8.77 percent of the membership interests in those companies and two seats on the board of directors of NGLLC.

Simultaneous with the contributions described above, GLP, GUSA and GCL entered into a management agreement with NGLLC for NGLLC to provide management services for the Globalstar business. The management agreement explicitly ensures that Thermo cannot direct or control the entities holding FCC licenses prior to the FCC's grant of these applications. Control of these entities remains with GLP and GC and their executive officers. Thermo has purchased the existing debtor-in-possession ("DIP") loan to the Globalstar companies from ICO Investment Corp. for \$10.7 million in cash and a promissory note in the principal

amount of \$10 million. Concurrently, Thermo and the Globalstar companies have entered into an amended and restated DIP loan facility upon which the Globalstar companies are drawing to support operations.

After all other conditions to closing, including the regulatory approvals, have been satisfied, the Interest Acquisition transaction will occur. At that time, GC will transfer its interests in the FCC licensees to NGLLC, and LQL will assign its space station license to NGLLC. Contemporaneously, the parties will execute amended and restated limited liability company agreements under which Thermo will hold, directly and indirectly, 81.25 percent of NGLLC, which will become the holder of all licenses at issue in these applications. The remaining 18.75 percent will be held by GLP for later distribution to its creditors. Thermo will also contribute a total of \$43 million in cash equity for NGLLC, less cash amounts previously contributed, in order to sustain and grow the Globalstar business. It is anticipated that some time in 2004, GLP will distribute its 18.75 percent of the membership interests in NGLLC to the creditors of GLP, in accordance with the bankruptcy plan for GLP approved by the Bankruptcy Court. GLP will eventually be dissolved. The creditors will also receive rights to acquire up to an additional 17.62 percent interest in NGLLC from Thermo for \$12 million. These rights will not change Thermo's position as majority owner and controlling entity of NGLLC. Thermo's obligations under the DIP loan will be extinguished at the Interest Acquisition, as will the management agreement.

GUSA's International Authorizations. GUSA holds three international Section 214 authorizations associated with its earth station facilities, which NGLLC plans to acquire. Authorization ITC-214-19990728-00484 grants Section 214 authority to provide global or limited global facilities-based and resale services in association with GUSA's initial earth station license for the gateway located in Clifton, Texas. Authorization ITC-214-19991229-00795 grants authority to provide global or limited global facilities-based and resale service associated with gateway earth stations located in Canada. Authorization ITC-214-20000615-00356 grants authority to provide global or limited global facilities-based and resale service to and from all other U.S. domestic locations, including through the gateway earth stations in Puerto Rico licensed to GCL.

In seeking to acquire GUSA and its Section 214 certificates, NGLLC recognizes and acknowledges that the facilities-based services to be acquired from the GC are subject to the terms and conditions in the 1999 "Globalstar Agreement," "Transition Agreement," and "Implementation Agreement" between Globalstar USA, Inc., Vodafone AirTouch Plc and the U.S. Department of Defense, the U.S. Department of Justice, and the Federal Bureau of Investigation.⁷ GC's parent, GLP, agreed to honor the commitments, terms and conditions of these Agreements

⁷ See Globalstar USA, Inc.'s Section 214 application, filed December 29, 1999 (File No. ITC-214-19991229-00795).

when GC acquired Vodafone's interests in GUSA and GCL in 2002,⁸ and NGLLC will similarly agree to honor them. Thus, GUSA's and GLP's commitments under this agreement will be maintained in full force and effect following the acquisition by NGLLC. The parties to this application are in communication with the Executive Branch agencies (now including the Department of Homeland Security) regarding the proposed transfer to NGLLC.

II. Section 63.24 Information

The following information is submitted in accordance with Section 63.24 of the Commission's Rules, and the applicable paragraphs under Section 63.18.

a. Name, Address and Telephone Number of Applicants

Transferor	Globalstar Corporation 3200 Zanker Road San Jose, CA 95134 (408) 933-4400
Transferee	New Operating Globalstar LLC 3110 Zanker Road San Jose, CA 95134 (408) 933-4400

b. Corporate Organization

The transferor GC is a corporation and the transferee NGLLC is a limited liability company, and both are organized under the laws of the State of Delaware.

⁸ See Vodafone Americas Asia, Inc. and Globalstar Corporation, 17 FCC Rcd 12849 (Int'l Bur. 2002).

c. Contact Persons for Correspondence

Transferor	William F. Adler Globalstar Corporation 3200 Zanker Road San Jose, CA 95134 (408) 933-4401 William D. Wallace Crowell & Moring LLP 1001 Pennsylvania Avenue, NW Washington, DC 20004 (202) 624-2500
Transferee	William F. Adler New Operating Globalstar LLC 3110 Zanker Road San Jose, CA 95134 (408) 933-4401 William D. Wallace Crowell & Moring LLP 1001 Pennsylvania Avenue, NW Washington, DC 20004 (202) 624-2500

d. Prior Section 214 Authorizations

GC is the parent of GUSA, and GUSA holds three international Section 214 authorizations:

ITC-214-19990728-00484
ITC-214-19991229-00795
ITC-214-20000615-00356

NGLLC has not previously been granted an initial Section 214 authorization.

e. Not Applicable

f. Not Applicable

g. Not Applicable

h. Name, Address and Business of Owners

This information is provided in Attachment 2.

i. Affiliations with Foreign Carriers

As a result of contributions by GLP to NGLLC on December 5, 2003, NGLLC is currently affiliated with three authorized Globalstar service providers that are arguably foreign carriers: Globalstar Canada Satellite Co. in Canada; GlobalTel JSC in Russia; and Globalstar Europe Satellite Services Ltd. which serves Western Europe and North Africa.

GLP's 49% non-controlling interest in GlobalTel has been transferred to NGLLC. GC held 100% of Globalstar Canada Co., which operates the Canadian gateways associated with the Globalstar system, and 100% of Globalstar Canada Satellite Co. ("Globalstar Canada"), the Globalstar retail service provider in Canada. These assets have been transferred to NGLLC. GLP indirectly owned Globalstar Europe S.A.R.L., a French company which operates the French Globalstar gateway earth station, and Globalstar Europe Satellite Services Ltd. ("Globalstar Europe"), based in Ireland, which serves as the retail service provider in eleven European and North African countries. These assets have also been transferred to NGLLC.

j. Destination Markets

(1) NGLLC certifies that it is not a foreign carrier in any requested destination markets.

(2) NGLLC holds controlling interests in Globalstar Canada, a retail MSS service provider in Canada, and Globalstar Europe, a retail MSS service provider in Western Europe and North Africa.

(3) NGLLC's controlling parent does not control any other foreign carriers.

(4) No foreign carriers or parties (other than described above) that control foreign carriers will own in the aggregate more than 25% of NGLLC at the Interest Acquisition transaction.

k. Competition Issues

(1) Globalstar Canada is an MSS retail service provider in Canada, using gateway facilities in Canada. Globalstar Europe is an MSS retail service provider, based in Ireland, using gateway facilities in France. Canada, Ireland and France are Members of the World Trade Organization ("WTO").

(2) None of the entities described in paragraph (j) hold market power in either domestic or international telecommunications markets in their respective countries.

l. Services to Affiliated Destination Markets

All of the carriers with which NGLLC is affiliated are relatively new entrants into the international telecommunications markets in their respective countries.

None of these carriers has any significant share of the domestic or international telecommunications markets in its respective country. Thus for purposes of resale of international switched services of unaffiliated U.S. carriers, NGLLC will meet the criteria for non-dominant classification under Section 63.10(a)(3) of the Commission's Rules.⁹

m. Non-Dominant Classification

NGLLC should be authorized to serve all destination markets as a non-dominant carrier for the provision of facilities-based international switched services pursuant to Section 63.10(a)(3) of the Commission's Rules to all destination markets identified in paragraph (i) above. All Globalstar service providers are relatively new entrants into the relevant foreign markets, and provide only specialized MSS services in these markets. No company affiliated with NGLLC holds a 50% or greater share of the international transport or local access markets in those destination countries. Based on the Commission's Rules governing regulatory

⁹ NGLLC is now the holder of record of a non-controlling 49% interest in GlobalTel, the Russian Globalstar service provider. Rostelecom, the government-controlled carrier in Russia, is the holder of record of the controlling 51% and manages GlobalTel. Rostelecom appears on the Commission's "List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets," DA 03-1812 (June 5, 2003). However, under the Commission's definition of "affiliate," NGLLC is not affiliated with Rostelecom. Therefore, dominant carrier regulation on the U.S.-Russia route is not implicated. See 47 C.F.R. § 63.09(e).

classification of international carriers, NGLLC should be authorized to serve all destination markets as a non-dominant carrier.

n. Special Concessions

NGLLC certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

o. Anti-Drug Abuse Act Certification

GC and NGLLC hereby certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

p. Streamlined Processing

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules (47 C.F.R. § 63.12) because NGLLC qualifies for the presumption of non-dominance pursuant to Section 63.12(c)(1)(ii). The parties agree not to consummate the transaction proposed herein until the Commission approves the transfer of control of the related Title III earth station licenses held by GUSA and GCL.

III. Public Interest Reasons Supporting Grant of Application

The Commission's consent to the transfers described herein represent the last major step in restoring the Globalstar MSS system to financial stability and

improving MSS service to the general public and to U.S. government customers worldwide. Following consummation of the transfer to NGLLC, Globalstar will bring to a close its lengthy Chapter 11 restructuring to become a strong and vigorous competitor in the domestic and global MSS business.

The Commission has recognized that there are substantial public interest benefits in rescuing licensees from bankruptcy and ensuring productive use of their assets.¹⁰ By approving the transfer of licenses in these applications, the Commission will allow the full court-ordered Section 363 sale of Globalstar assets to be consummated, effectuating the purposes of the Bankruptcy Code and ensuring continued availability of Globalstar services.

The financial reorganization of the Globalstar business will ensure that the Commission-recognized benefits of MSS will remain available to U.S. and international consumers. As the Commission has noted, MSS systems are “an excellent technology for delivering basic and advanced telecommunication services to unserved, rural, insular or economically isolated areas, including Native American communities, Alaska, Hawaii, and Puerto Rico, and U.S. territories and possessions such as communities within the U.S. Virgin Islands, Guam and

¹⁰ See Applications of Space Station System Licensee, Inc. and Iridium Constellation LLC, 17 FCC Rcd 2271, 2288-89 (Int’l Bur. 2002); ICO-Teledesic Global Limited, 16 FCC Rcd 6403, 6407 (Int’l Bur. 2001).

American Samoa.”¹¹ Currently, the Globalstar system offers just such benefits in the United States and globally, primarily in unserved areas, for example, the American Plains and Southwest, Alaska and U.S. territorial islands and isolated places around the globe, such as the Amazon River Basin and Australian outback. Grant of this application will thus serve the public interest by facilitating financial investment in GUSA’s service provider functions, with the goal of improving and facilitating the delivery of MSS services to consumers.

IV. Conclusion

For the reasons set forth above, the public interest, convenience and necessity would be furthered by grant of this application, and the Commission should grant NGLLC consent to acquire GUSA and its associated Section 214 authorizations.

¹¹ Establishment of Policies and Service Rules for the Mobile Satellite Service in the 2 GHz Band, 15 FCC Rcd 16127, 16144-45 (2000).

Ownership of Applicant

This application requests approval of the transfer of control of Globalstar USA, LLC, which holds three Section 214 certificates, to New Operating Globalstar LLC ("NGLLC"), a Delaware limited liability company.

At the time of transfer of the authorizations, the membership interests in NGLLC will be owned by:

Thermo Satellite LP (Colorado) 644 Gov. Nicholls Street New Orleans, LA 70116	61.59%
Globalstar Holdings LLC (Delaware) 644 Gov. Nicholls Street New Orleans, LA 70116	19.66%
Globalstar, L.P. (Delaware) 3200 Zanker Road San Jose, CA 95134	18.75%

The officers and directors of NGLLC are listed below. All are U.S. citizens and can be contacted c/o Globalstar, 3110 Zanker Road, San Jose, CA 95134.

Anthony J. Navarra	President and Director
Terry R. Evans	Senior Vice Pres., Sales & Business Development
Megan L. Fitzgerald	Senior Vice President, Operations
Dan Mcentee	Chief Financial Officer
William F. Adler	Senior Vice President, Legal & Regulatory Affairs
Sam Garcia	Vice President, Human Resources
Jim Lynch	Director
Jay Monroe	Director

Three officers of NGLLC hold directorships in foreign carriers discussed in Attachment 1. Anthony J. Navarra (NGLLC President and Director), Dan Mcentee (NGLLC Chief Financial Officer) and William F. Adler (NGLLC Senior Vice President), all U.S. citizens, are directors of Globalstar Europe Satellite Services Ltd. Messrs. Navarra and Mcentee are directors of Globalstar Canada Satellite Co.

The ownership of the members in NGLLC after completion of the Interest Acquisition transaction described in Attachment 1 is depicted on the following page.

As indicated therein, there are three members in NGLLC: Thermo Satellite LP (61.59%) ("Thermo Satellite"), Globalstar Holdings LLC (19.66%) ("Globalstar Holdings"), and Globalstar, L.P. (18.75%). The ownership of Globalstar, L.P., is outlined in the Order and Authorization approving transfer of Vodafone's earth station facilities related to the Globalstar system to Globalstar Corporation.¹

The majority owner of NGLLC is Thermo Satellite. Thermo Satellite has two limited partners, Jay Monroe (98%) and Jim Lynch (1%), and one general partner, Thermo Development, Inc. ("Thermo Development") (1%). Thermo Development, in turn, is owned 100% by Jay Monroe and the Monroe family. Mr. Monroe and Mr. Lynch are both U.S. citizens. The address for Thermo Satellite is 644 Gov. Nicholls Street, New Orleans, LA 70116.

Thermo Development is associated with Thermo Capital Partners, L.L.C. ("TCP"), a private equity company formed to provide growth capital to small and medium sized companies. TCP and its affiliates have interests in power transmission companies and a competitive local exchange carrier.

Globalstar Holdings will hold 19.66% of the membership interests of NGLLC. Globalstar Holdings is owned 1% by Globalstar, L.P., 6.6% by Thermo Investments L.P. ("Thermo Investments"), and 92.4% by Thermo Satellite, which is described above. Thermo Investments is owned 99% by Mr. Monroe and the Monroe family, and 1% by Thermo Development (see preceding paragraph). The address for Globalstar Holdings is 3110 Zanker Road, San Jose, CA 95134.

¹ See Vodafone Americas Asia, Inc. and Globalstar Corporation, 17 FCC Rcd 12849 (Int'l Bur. 2002), and Public Notice, Report No. TEL-00588. at 2 (released Oct. 17, 2002) (approving, pursuant to 47 U.S.C. § 310(b)(4), attributable indirect interests in GLP by Loral Space & Communications Ltd. of 41.31% equity and 58.83% voting).

At Interest Acquisition Date
FCC Approval

